



225233

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
CARRANCO, INC.
(a District of Columbia corporation)
INTO
THE MACKE COMPANY
(a Delaware corporation)**

It is hereby certified that:

1. The Macke Company (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all the outstanding shares of common stock of Carranco, Inc., which is a business corporation of the District of Columbia.
3. The laws of the jurisdiction of organization of Carranco, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Carranco, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on January 6, 1997 by the Board of Directors of the Corporation to merge Carranco, Inc. into the Corporation:

RESOLVED, that Carranco, Inc. be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Carranco, Inc. be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Carranco, Inc. in its name.

RESOLVED, that the Corporation assume all the obligations of Carranco, Inc.

RESOLVED, that the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of District of Columbia, and by the laws of

any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Carranco, Inc. and the Corporation and in any other appropriate jurisdiction.

IN WITNESS WHEREOF, I have hereunto signed my name and affirm, under penalties of perjury, that this Certificate is the act and deed of the Corporation and that the facts stated herein are true this January 7th day of 1997.

THE MACKE COMPANY

By: John T. Dee
Name: John T. Dee
Title: President